

(g) To issue such orders in aid of execution of the Plan, to the extent authorized by Section 1142 of the Bankruptcy Code;

(h) To consider any amendments to or modifications of the Plan or to cure any defect or omission, or reconcile any inconsistency, in any order of the Bankruptcy Court, including, without limitation, the Confirmation Order;

(i) To hear and determine disputes or issues arising in connection with the interpretation, implementation or enforcement of the Plan, the Confirmation Order, any transactions or payments contemplated hereby, any agreement, instrument, or other document governing or relating to any of the foregoing or any settlement approved by the Bankruptcy Court;

(j) To hear and determine matters concerning state, local and federal taxes in accordance with Sections 346, 505 and 1146 of the Bankruptcy Code (including, without limitation, any request by the Debtor prior to the Effective Date or by the Debtor after the Effective Date for an expedited determination of tax under Section 505(b) of the Bankruptcy Code);

(k) To hear and determine all disputes involving the existence, scope, nature or otherwise of the discharges, releases, injunctions and exculpations granted under the Plan, the Confirmation Order or the Bankruptcy Code;

(l) To issue injunctions and effect any other actions that may be necessary or appropriate to restrain interference by any person or entity with the consummation, implementation or enforcement of the Plan, the Confirmation Order or any other order of the Bankruptcy Court;

(m) To determine such other matters and for such other purposes as may be provided in the Confirmation Order;

(n) To hear and determine any rights, Claims or causes of action held by or accruing to the Debtor pursuant to the Bankruptcy Code, pursuant to any federal or state statute, pursuant to any common law claim or legal theory;

(o) To recover all assets of the Debtor and property of the Debtor's estate, wherever located;

(p) To enter a final decree closing the Chapter 11 Case; and

(q) To hear any other matter not inconsistent with the Bankruptcy Code.

ARTICLE XIV. CONSUMMATION AND CLOSING OF CASE

14.1. Consummation and Closing. Upon completion of the payments of this Plan to deem the Plan to be fully consummated, the case will be closed. Upon full consummation, an appropriate Order will be entered closing the case. Creditors shall be enjoined from instituting or continuing any legal action to enforce their claims or such contractual terms and provisions other than in accordance with the provisions of this Plan. Further, the Order closing the bankruptcy estate shall provide that all jurisdiction of the Court will terminate, except such jurisdiction as is otherwise provided for herein, or except and unless the Debtor requires reopening of this case to enforce any injunctions contained in the order closing this case, or any other beneficial reason.

-31-

-32-

B6 Summary (Official Form 6 - Summary) (12/97)

United States Bankruptcy Court Southern District of Mississippi

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

Chapter 11

WHEREFORE, the Debtor hereby requests confirmation of its Chapter 11 Plan pursuant

to 11 U.S.C. § 1129.

This, the 30th day of June, 2009.

Respectfully submitted,

WAREHOUSE 86, LLC

By: s/ Stephen W. Rosenblatt
Stephen W. Rosenblatt
One of its Attorneys

OF COUNSEL:

Stephen W. Rosenblatt; MB No. 5676
John A. Crawford, Jr.; MB No. 10346
BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC
Post Office Box 22567
Jackson, MS 39225-2567
Telephone No.: (601) 948-5711
Facsimile: (601) 985-4500
steve.rosenblatt@butlersnow.com
jack.crawford@butlersnow.com

CERTIFICATE OF SERVICE

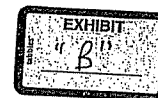
I, Stephen W. Rosenblatt, one of the attorneys for the Debtor, certify that I have this day caused a true and correct copy of the Plan to be delivered via the means directed by the United States Bankruptcy Court CM/ECF System to the following person:

Ronald H. McAlpin, Esq.
Office of the United States Trustee
Suite 706, A. H. McCoy Federal Building
100 West Capitol Street
Jackson, MS 39269
Ronald.McAlpin@USDOJ.gov

THIS, the 30th day of June, 2009.

By: s/ Stephen W. Rosenblatt
Stephen W. Rosenblatt (MB No. 5676)

-33-



6/11/2013 09:06:13 Best Case Bankruptcy

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	U S C R E D I T O R S C L A S S I F I C A T I O N	A M O U N T O F C L A I M
Account No. Allied Waste Serv #837 P O Box 9001225 Louisville, KY 40290-1225	-	Trash removal		1,000.12
Account No. Allied Waste Serv #868 P O Box 9001225 Louisville, KY 40290-1225	-	Trash removal		1,855.01
Account No. American Express Corp P O Box 650448 Dallas, TX 75265-0448	-	Credit card purchases		267,680.60
Account No. American Photocopy 1719 Bartlett Road Memphis, TN 38134	-	Copy services		448.78
Account No. Amerigas 545 W 12 Street Ogden, UT 84404-5401	-	Trade debt		712.07
Subtotal (Total of this page)				272,304.58

Sheet no. 1 of 16 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	U S C R E D I T O R S C L A S S I F I C A T I O N	A M O U N T O F C L A I M
Account No. AT&T P O Box 105282 Atlanta, GA 30348-5282	-	Telephone Services - Account Nos. xxx-xxx-0598 and xxx-xxx-3640		209.53
Account No. Almos Energy P.O. Box 9001949 Louisville, KY 40290-1949	-	Acct. No. xxxxxx0888		1,305.04
Account No. Baja Motorsports, LLC 40802 North Hammond Ln Phoenix, AZ 85034	-			0.00
Account No. Boyer BDO, L.C. 90 South 400 W STE 200 Salt Lake City, UT 84101	-	Warehouse Lease		168,390.25
Account No. Brands on Sale 16709 Edwards Rd. Corrillo, CA 90703	-			0.00
Subtotal (Total of this page)				169,904.82

Sheet no. 2 of 16 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	U S C R E D I T O R S C L A S S I F I C A T I O N	A M O U N T O F C L A I M
Account No. Cambridge Integ. Serv. 31500 Solon Rd. Solon, OH 44139	-	Trade debt		13,280.00
Account No. CH Enterprises 4305 Harrison #8-323 Ogden, UT 84403	-	Trade debt		1,447.71
Account No. City of Indianola Water P O Box 269 Indianola, MS 38751	-	Water services		93.04
Account No. Computer Resources P.O. Box 1241 Cordova, TN 38088-1241	-			0.00
Account No. Consumer Products Serv 1850 Old Country Rd Plainville, NY 11803	-	Trade debt		2,021.50
Subtotal (Total of this page)				16,822.25

Sheet no. 3 of 16 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	U S C R E D I T O R S C L A S S I F I C A T I O N	A M O U N T O F C L A I M
Account No. Crawford Technical Services Joel Flasher, Exe Gen Adjstr 11434 Haleiwa Place Diamondhead, MS 39525	-		X X X	0.00
Account No. Crown LTR Trucks 3952 Willow Lake Blvd. Bld. #5 Memphis, TN 38118	-			0.00
Account No. Crown Packaging Corp. 17854 Chestnut Rd Chesterfield, MO 63005	-			0.00
Account No. Delta Electric Power P O Box 935 Greenwood, MS 38935-0935	-	Utilities		760.64
Account No. Domestic Corporation P O Box 12024 Newark, NJ 07101-5021	-	Survey services after tornado		1,619.00
Subtotal (Total of this page)				2,579.64

Sheet no. 4 of 16 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Warehouse 88, LLC Debtor Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	Debtor H W L C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM
Account No. DHL Express (USA) Inc. P O Box 4723 Houston, TX 77210-4723	-	Shipping	80,384.01
Account No. DHL Express-Claims Allen Mark Sanchez 1144 W. Washington St. Tampa, AZ 85281	-	Trade debt	2,559.78
Account No. EMC Ins. Companies P O Box 8011 Ridgeland, MS 39158-0011	-		0.00
Account No. Eric L. Ellertson 3103 Wetherby Cv. N. Germantown, TN 38139	-	Unpaid compensation	0.00
Account No. Ernest K. Strahan, III 1918 Pettit Bldg St N Jackson, MS 39211	-	Loans to Company	82,938.22
Subtotal (Total of this page)			145,881.01

Sheet no. 5 of 18 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Warehouse 88, LLC Debtor Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	Debtor H W L C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM
Account No. Excel Transportation P O Box 844711 Dallas, TX 75284-4711	-	Shipping	25,823.16
Account No. Fifth Third Auto Leasing Trl P.O. Box 830041 MD1MOC2E-3152 Cincinnati, OH 45263	-	Acct No. xxxxxx7475	1,033.49
Account No. First Ins Funding Corp 450 Skokie Blvd. Suite 1000 Northbrook, IL 60065-3308	-		0.00
Account No. Gary E. Veasey, Esq. 780 Ridge Lake Blvd. STE 202 Memphis, TN 38120	-		0.00
Account No. Global Crossing Telo. 1120 Pittsford Victor Pittsford, NY 14534-0818	-	Broadband provider	9,478.33
Subtotal (Total of this page)			36,334.98

Sheet no. 6 of 18 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Warehouse 88, LLC Debtor Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	Debtor H W L C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM
Account No. Gloria O'Neal 4403 Bennet Wood Millington, TN 38053	-		0.00
Account No. H&E Equip. Serv. Inc. 2780 S Wadman Dr Ogden, UT 84401	-	Trade debt	4,397.28
Account No. Haddox Reid Burkes P O Drawer 22507 Jackson, MS 39225-2507	-		0.00
Account No. HEPACO, Inc. 731 East Brooks Road Memphis, TN 38118	-		14,151.83
Account No. HOJ Engrin. & Sales Co 3060 S 500 West Salt Lake City, UT 84123	-	Trade debt	2,392.75
Subtotal (Total of this page)			20,941.96

Sheet no. 7 of 18 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Warehouse 88, LLC Debtor Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	Debtor H W L C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM
Account No. IDI Services Group Mary Leesa Simmons, RPA, FMA 1000 Ridgeway Loop Rd. #100 Memphis, TN 38120	-		0.00
Account No. Interface Systems 3773 Corporate Center Drive Earth City, MO 63045	-		0.00
Account No. International Tax Services 2204 Walkley Road Ottawa, ON K1A1A8 Canada	-	Disputed taxes allegedly owed by C86, LLC	0.00
Account No. Isaac Amavizca 3822 W. Oregon Avenue Phoenix, AZ 85019	-		0.00
Account No. Jennifer D. Jones 101 Warren St., #20 Corno, MS 38619	-		0.00
Subtotal (Total of this page)			0.00

Sheet no. 8 of 18 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	Spouse H W J C	Huband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	Secured P U N C O N S I D E R E D	Unsecured P U N C O N S I D E R E D	AMOUNT OF CLAIM
Account No.						
Joann McKinney 2278 Sharon Memphis, TN 38127	-			X	X	0.00
Account No.						
Joni S. Muslat, Esq. 8230 E. Gray Road Scottsdale, AZ 85260	-					1,700.00
Account No.			Shipping			
Kalt Worldwide Logist. P O Box 751197 Memphis, TN 38175	-					15,000.00
Account No.			Unsecured Creditor			
Kelth Martin Mack 2849 Los Robles Rd. Thousand Oaks, CA 91362-3320	-			X	X	0.00
Account No.						
Marchetti Robertson & P O Box 3348 Ridgeland, MS 39150	-					0.00
Sheet no. 9 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 16,700.00

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	Spouse H W J C	Huband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	Secured P U N C O N S I D E R E D	Unsecured P U N C O N S I D E R E D	AMOUNT OF CLAIM
Account No.						
Memphis LG&W P.O. Box 388 Memphis, TN 38145-0388	-					0.00
Account No.			Equipment provider			
Memphis Recycling Serv P O Box 59271 Chicago, IL 60680-1271	-					3,731.52
Account No.			Trade debt			
Merchandise Manu. Inc. 6050 Caballero Blvd. Buena Park, CA 90620	-					5,234.13
Account No.						
Mirna Maribel Carrillo 1508 W. Osborn Apt. 7 Phoenix, AZ 85015	-				X	0.00
Account No.			Trade debt			
Nalco Group 23200 Haggerty Rd. Farmington, MI 48335	-					51.04
Sheet no. 10 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 9,016.69

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	Spouse H W J C	Huband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	Secured P U N C O N S I D E R E D	Unsecured P U N C O N S I D E R E D	AMOUNT OF CLAIM
Account No.						
Old Dominion Freight Line c/o McCarthy Burgess & Wolff 26000 Cannon Road Cleveland, OH 44146	-					411.38
Account No.			Loans to Company			
Paul and Joy St James 3241 Kinney Drive Germanstown, TN 38139	-					518,799.53
Account No.						
Phusion Software, Inc. 26300 Ford Rd. #415 Dearborn Heights, MI 48127	-					0.00
Account No.			Utilities			
Quonstar Gas Company P O Box 45841 Salt Lake City, UT 84139	-					224.36
Account No.			Disputed Lease Obligation			
RadioShack Corporation Rent Acct Dept, Ac Sup P. O. Box 951080 Fort Worth, TX 76181-5014	-			X	X	0.00
Sheet no. 11 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 519,435.27

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	Spouse H W J C	Huband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	Secured P U N C O N S I D E R E D	Unsecured P U N C O N S I D E R E D	AMOUNT OF CLAIM
Account No.						
Rocky Mountain Power 1033 NE 6th Ave Portland, OR 97258-0001	-					9,266.05
Account No.						
S & B Packaging, Inc. d/b/a Caboodles 6824-A Interstate Blvd. Horn Lake, MS 38637	-					477.51
Account No.			Rent Deposit-RadioShack			
SC Kiosk, Inc. 300 RadioShack Circle MS CF4-101 Fort Worth, TX 76102	-			X	X	0.00
Account No.			Trade debt			
Serv 1st Indust. Tires 120-B Quinton Ave Murfreesboro, TN 38558	-					410.10
Account No.			Acct. WAR102			
Seafar Services, Inc. 1558 Panama St Memphis, TN 38108-1919	-					4,724.34
Sheet no. 12 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 14,878.00

In re Warehouse 86, LLC

Case No. 08-03423

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM
Account No.		Temporary agency services	
90S Staffing P O Box 27008 Salt Lake City, UT 84127	-		17,432.77
Account No.			
Sprint P O Box 668092 Dallas, TX 75268	-		0.00
Account No.		Trade debt	
Teleshare Networks Ltd 9237 E Via de Ventura Suite 250 Scottsdale, AZ 85258	-		193.32
Account No.		Trade debt	
Thomas Sales&Serv Inc. 2300 Sitter SL #685 Memphis, TN 38114	-		20,853.70
Account No.		Account No. xxx-xxx-5495	
Transport Express Inc. P.O. Box 89297 Seattle, WA 98189	-		3,280.00
Sheet no. 13 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)	41,769.79

Copyright (c) 1995-2008 - Best Case Software - Evanston, IL - (800) 492-8037

Best Case Bankruptcy

In re Warehouse 86, LLC

Case No. 08-03423

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM
Account No.		Shipping	
Tri-Continental Truck P O Box 1621 Scottsdale, AZ 85252-1621	-		5,550.00
Account No.		Trade debt	
TWG Innov. Solutions 13922 Denver W Pkwy Golden, CO 80401	-		125,469.00
Account No.			
TWG Innov. Solutions 13922 Denver W Pkwy Golden, CO 80401	-		0.00
Account No.		Shipping	
UPS 1620 Valwood Pkwy #115 Carrollton, TX 75006	-		58,577.46
Account No.		Shipping	
UPS Lockbox 577 Carol Stream, IL 60132-0577	-		56,567.20
Sheet no. 14 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)	246,163.66

Copyright (c) 1995-2008 - Best Case Software - Evanston, IL - (800) 492-8037

Best Case Bankruptcy

In re Warehouse 86, LLC

Case No. 08-03423

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM
Account No.		Account No. xxx-xx-6406	
UPS Freight P.O. Box 6169 Westerville, OH 43086	-		340.85
Account No.		Wireless Services	
Verizon Wireless P O Box 660108 Dallas, TX 75266-0108	-	X X X	2,988.01
Account No.			
Vertex, IPS 5885 Stapleton Dr. N STE C308 Denver, CO 80216	-		0.00
Account No.		Trade debt	
Waterford Technologies 19700 Fairchild #300 Irvine, CA 92612	-		450.00
Account No.			
Willow Lake Pro., LLC 233 South Wacker Dr Sta. 350 Chicago, IL 60606	-		0.00
Sheet no. 15 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)	3,758.86

Copyright (c) 1995-2008 - Best Case Software - Evanston, IL - (800) 492-8037

Best Case Bankruptcy

In re Warehouse 86, LLC

Case No. 08-03423

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM
Account No.		Disputed taxes allegedly owed by C86, LLC	
Windsor Tax Services P.O. Box 1655 Windsor ON N9A767	-	X X X	0.00
Account No.			
Account No.			
Account No.			
Account No.			
Account No.			
Account No.			
Sheet no. 16 of 16 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)	0.00
Total (Report on Summary of Schedules)			1,522,472.75

Copyright (c) 1995-2008 - Best Case Software - Evanston, IL - (800) 492-8037

Best Case Bankruptcy

**United States Bankruptcy Court
Southern District of Mississippi**

In re Warehouse 86, LLC Debtor(s) Case No. 08-03423
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CFO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 37 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date June 30, 2009 Signature /s/ Ernest K. Strahan III
Ernest K. Strahan III
CFO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both, 18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of Mississippi**

In re Warehouse 86, LLC Debtor(s) Case No. 08-03423
Chapter 11

VERIFICATION OF CREDITOR MATRIX - AMENDED

I, the CFO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date June 30, 2009 /s/ Ernest K. Strahan III
Ernest K. Strahan III/CFO
Signer/Title

Warehouse 86, LLC
5 River Bend Place, STE D
Flowood, MS 39232

American Covers, Inc.
dba Handstands
675 West 14600 South
Bluffdale, UT 84065

Baja Motorsports, LLC
40602 North Hammond Ln
Phoenix, AZ 85034

John A. Crawford, Jr. (Jack) American Express Corp
Butler, Snow, O'Mara, Stevens & Co., LLC
P O Box 22567 Dallas, TX 75265-0448
Jackson, MS 39225-2567

Boyer BDO, L.C.
90 South 400 W STE 200
Salt Lake Cit, UT 84101

5 River Bend Pl., LLC
5 River Bend Place
Ste. D
Flowood, MS 39232

American Internatl Co.
Specialty Workers Comp
P O Box 409
Parsippany, NJ 07054-0409

Brands on Sale
16706 Edwards Rd.
Cerritos, CA 90703

ABC Logistics Corp
2300 Sittler St #685
Memphis, TN 38114

American Photocopy
1719 Bartlett Road
Memphis, TN 38134

Cambridge Integ. Serv.
31500 Solon Rd.
Solon, OH 44139

ADP, Inc.
One ADP Blvd
Roseland, NJ 07068-1728

Amerigas
545 W 12 Street
Ogden, UT 84404-5401

CH Enterprises
4305 Harrison #6-323
Ogden, UT 84403

Air-One Services
5055 Pleasant View
Memphis, TN 38134

Ron Innov. Solutions
13922 Denver West Pkwy
Golden, CO 80401

City of Indianola Water
P O Box 269
Indianola, MS 38751

Allied Waste Serv #493
P O Box 9001225
Louisville, KY 40290-1225

AT&T
P O Box 105262
Atlanta, GA 30348-5262

Computer Resources
P.O. Box 1241
Cordova, TN 38088-1241

Allied Waste Serv #837
P O Box 9001225
Louisville, KY 40290-1225

Atmos Energy
P.O. Box 9001949
Louisville, KY 40290-1949

ConnectShip, Inc.
8282 S. Memorial
Suite 400
Tulsa, OK 74133

Allied Waste Serv #868
P O Box 9001225
Louisville, KY 40290-1225

Audiovox Spec. Applic.
53200 Marina Drive
Elkhart, IN 46514

Consumer Products Serv
1650 Old Country Rd
Plainview, NY 11803

Crawford Technical Services
Joel Fisher, Exe Gen Adjstr
11434 Haleiwa Place
Diamondhead, MS 39525

EMC Ins. Companies
P O Box 6011
Ridgeland, MS 39158-6011

Gloria O'Neal
4403 Bennett Wood
Millington, TN 38053

Crown Lift Trucks
3952 Willow Lake Blvd.
Bld. #5
Memphis, TN 38118

Eric L. Eilertsen
3103 Wetherby Cv. N.
Germantown, TN 38139

H&E Equip. Serv. Inc.
2760 S Wadman Dr
Ogden, UT 84401

Crown Packaging Corp.
17854 Chestfield Airprt
Chesterfield, MO 63005

Ernest K. Strahan III
1918 Petit Bois St. N
Jackson, MS 39211

Haddox Reid Burkes
P O Drawer 22507
Jackson, MS 39225-2507

Delta Electric Power
P O Box 935
Greenwood, MS 38935-0935

Ernest K. Strahan, III
1918 Petit Bois St N
Jackson, MS 39211

HEPACO, Inc.
731 East Brooks Road
Memphis, TN 38116

Dematic Corporation
P O Box 12021
Newark, NJ 07101-5021

Excel Transportation
P O Box 844711
Dallas, TX 75284-4711

HOJ Enginr. & Sales Co
3960 S 500 West
Salt Lake Cit, UT 84123

DHL Express (USA) Inc.
P O Box 4723
Houston, TX 77210-4723

Fifth Third Auto Leasing Trt
P.O. Box 630041
MDIMOC2E-3152
Cincinnati, OH 45263

IDI Services Group
Mary Leesa Simmons, RPA,F
1000 Ridgeway Loop Rd. #
Memphis, TN 38120

DHL Express-Claims
Attn: Mark Sanchez
1144 W. Washington St.
Tempe, AZ 85281

First Ins Funding Corp
450 Skokie Blvd.
Suite 1000
Northbrook, IL 60065-3306

Interface Systems
3773 Corporate Center Dr
Earth City, MO 63045

DHL Express-SRC
1100 Airport Rd.
MS 2061-DL1
Wilmington, OH 45177

Gary E. Veasey, Esq.
780 Ridge Lake Blvd.
STE 202
Memphis, TN 38120

International Tax Servi
2204 Walkley Road
Ottawa, ON K1A1A8
Canada

DJW Enterprises Inc.
26070 N. 72nd Drive
Peoria, AZ 85383

Global Crossing Tele.
1120 Pittsford Victor
Pittsford, NY 14534-3818

Isaac Amavizca
3622 W. Oregon Avenue
Phoenix, AZ 85019

Jennifer D. Jones
101 Warren St., #20
Como, MS 38619

Memphis LG&W
P.O. Box 388
Memphis, TN 38145-0388

Paul and Joy St James
3241 Kinney Drive
Germantown, TN 38139

RainWorx, Inc.
159 Pearl Street No. 1
Essex Junction
Essex Junction, VT 05452

Teleshare Networks Ltd
9237 E Via de Ventura
Scottsdale, AZ 85258

Waterford Technologies
19700 Fairchild #300
Irvine, CA 92612

Joann McKinney
2278 Sharon
Memphis, TN 38127

Memphis Recycling Serv
P O Box 88271
Chicago, IL 60680-1271

Paul St James
3241 Kinney Drive
Germantown, TN 38139

Rocky Mountain Power
1033 NE 6th Ave
Portland, OR 97256-0001

Thomas Sales&Serv Inc.
2300 Stiller St. #685
Memphis, TN 38114

Willow Lake Pro., LLC
233 South Wacker Dr
Ste. 350
Chicago, IL 60606

Jon S. Musial, Esq.
8230 E. Gray Road
Scottsdale, AZ 85260

Memphis Recyling Serv.
1131 Agnes
Memphis, TN 38104

Paul Thomas St. James
3241 Kinney Drive
Germantown, TN 38139

S & B Packaging, Inc.
d/b/a Caboodles
6934-A Interstate Blvd.
Horn Lake, MS 38637

Transport Express Inc.
P.O. Box 69207
Seattle, WA 98168

Windsor Tax Services
P.O. Box 1655
Windsor ON N9A767

Joy D. St. James
3241 Kinney Drive
Germantown, TN 38139

Mercantila, Inc.
665 Chestnut St 2nd Fl
San Francisco, CA 94133

Pay Pal
211 N. 1st Street
San Jose, CA 95131

SC Kiosk, Inc.
300 RadioShack Circle
MS CF4-101
Fort Worth, TX 76102

Tri-Continental Truck
P O Box 1621
Scottsdale, AZ 85252-1621

Joy St James
3241 Kinney Drive
Germantown, TN 38139

Merchandise Manu. Inc.
6650 Caballero Blvd.
Buena Park, CA 90620

Phusion Software, Inc.
26300 Ford Road # 415
Dearborn Heig, MI 48127

Serv 1st Indust. Tires
120-B Quinton Ave
Munford, TN 38058

TWG Innov. Solutions
13922 Denver W Pkwy
Golden, CO 80401

Katt Worldwide Logist.
P O Box 751197
Memphis, TN 38175

Mirna Maribel Carrillo
1608 W. Osborn
Apt. 7
Phoenix, AZ 85015

Porche Financial Serv
4343 Commercial Ct.
Ste. 300
Lisle, IL 60532

Soefker Services, Inc.
1568 Panama St
Memphis, TN 38108-1919

UPS
Lockbox 577
Carol Stream, IL 60132-0577

Keith Martin Mack
2949 Los Robles Rd.
Thousand Oaks, CA 91362-3320

Nailco Group
23200 Haggerty Rd.
Farmington, MI 48335

Qestar Gas Co.
P.O. Box 45841
Salt Lake City, UT 8413

SOS Staffing
P O Box 27008
Salt Lake Cit, UT 84127

UPS Freight
P.O. Box 6109
Westerville, OH 43086

Louis E. Sagar
598 Broadway
New York, NY 10012

Old Dominion Freight Line
c/o McCarthy Burgess & Wolff
26000 Cannon Road
Cleveland, OH 44146

Qestar Gas Company
P O Box 45841
Salt Lake City, UT 84139

Sprint
P O Box 660092
Dallas, TX 75266

Verizon Wireless
P O Box 660108
Dallas, TX 75266-0108

Marchetti Robertson &
P O Box 3348
Ridgeland, MS 39158

Overstock.com, Inc.
6350 S. 3000 East
Salt Lake Cit, UT 84121

RadioShack Corporation
Rent Acct Dept, Ac Sup
P. O. Box 861090
Fort Worth, TX 76161-50

Stuart M. Irby
P.O. Box 1819
Jackson, MS 39205-1819

Vertex, IPS
5885 Stapleton Dr. N
STE C308
Denver, CO 80216

B4 (Official Form 4) (12/97)

United States Bankruptcy Court
Southern District of Mississippi

In re Warehouse 88, LLC

Debtor(s)

Case No. 08-03423
Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 (or chapter 9) case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claims who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured, also state value of security)
American Express Corp P O Box 950448 Dallas, TX 75295-0448	American Express Corp P O Box 950448 Dallas, TX 75295-0448	Credit card purchases		267,880.80
Boyer BDO, L.C. 80 South 400 W STE 200 Salt Lake Cit, UT 84101	Boyer BDO, L.C. 80 South 400 W STE 200 Salt Lake Cit, UT 84101	Warehouse Lease		166,380.25
Cambridge Integ. Serv. 31500 Solon Rd. Solon, OH 44139	Cambridge Integ. Serv. 31500 Solon Rd. Solon, OH 44139	Trade debt		13,260.00
DHL Express (USA) Inc. P O Box 4723 Houston, TX 77210-4723	DHL Express (USA) Inc. P O Box 4723 Houston, TX 77210-4723	Shipping		80,384.01
DHL Express-SRG 1100 Airport Rd. MS 2081-D11 Wilmington, OH 45177	DHL Express-SRG 1100 Airport Rd. MS 2081-D11 Wilmington, OH 45177	Lien Interest in goods owned by creditor consigned to Debtor		379,911.30
Eric L. Ellertson 3103 Wetherby Cv. N. Germantown, TN 38139	Eric L. Ellertson 3103 Wetherby Cv. N. Germantown, TN 38139	Unpaid compensation		11,500.00
Ernest K. Strahan, III 1918 Pettit Bldg B1 N Jackson, MS 39211	Ernest K. Strahan, III 1918 Pettit Bldg B1 N Jackson, MS 39211	Loans to Company		82,938.22
Excel Transportation P O Box 844714 Dallas, TX 75284-4711	Excel Transportation P O Box 844714 Dallas, TX 75284-4711	Shipping		25,823.18
Global Crossing Tele. 1120 Pittsford Victor Pittsford, NY 14534-3818	Global Crossing Tele. 1120 Pittsford Victor Pittsford, NY 14534-3818	Broadband provider		9,478.33
Katt Worldwide Logist. P O Box 751197 Memphis, TN 38175	Katt Worldwide Logist. P O Box 751197 Memphis, TN 38175	Shipping		15,000.00
Mercantila, Inc. 665 Chestnut St 2nd Fl San Francisco, CA 94133	Mercantila, Inc. 665 Chestnut St 2nd Fl San Francisco, CA 94133	Lien Interest in goods owned by creditor consigned to Debtor		11,787.99 (500.00 secured)

B4 (Official Form 4) (12/97) - Cont.
In re Warehouse 88, LLC

Debtor(s)

Case No. 08-03423

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claims who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured, also state value of security)
Overstock.com, Inc. 6350 S. 3000 East Salt Lake Cit, UT 84121	Overstock.com, Inc. 6350 S. 3000 East Salt Lake Cit, UT 84121	Lien Interest in goods owned by creditor consigned to Debtor		556,880.23 (3,000.00 secured)
Paul and Joy St James 3241 Kinney Drive Germantown, TN 38139	Paul and Joy St James 3241 Kinney Drive Germantown, TN 38139	Loans to Company		818,799.53
Paul St James 3241 Kinney Drive Germantown, TN 38139	Paul St James 3241 Kinney Drive Germantown, TN 38139	Unpaid Salary		10,000.00
Rocky Mountain Power 1033 NE 6th Ave Portland, OR 97256-0001	Rocky Mountain Power 1033 NE 6th Ave Portland, OR 97256-0001	Utilities		9,260.05
SOS Staffing P O Box 27008 Salt Lake Cit, UT 84127	SOS Staffing P O Box 27008 Salt Lake Cit, UT 84127	Temporary agency services		17,432.77
Thomas Sales&Serv Inc. 2300 Stiller St. #685 Memphis, TN 38114	Thomas Sales&Serv Inc. 2300 Stiller St. #685 Memphis, TN 38114	Trade debt		20,853.70
TWG Innov. Solutions 13922 Denver W Pkwy Golden, CO 80401	TWG Innov. Solutions 13922 Denver W Pkwy Golden, CO 80401	Trade debt		125,469.00
UPS 1620 Valwood Pkwy #115 Carrollton, TX 75006	UPS 1620 Valwood Pkwy #115 Carrollton, TX 75006	Shipping		68,577.46
UPS Lockbox 577 Carol Stream, IL 60132-0577	UPS Lockbox 577 Carol Stream, IL 60132-0577	Shipping		59,567.20

DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the CFO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 11/4/08

Signature

Ernest K. Strahan III
CFO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

25 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Southern District of Mississippi

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	1,511,708.28		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	5		2,411,723.57	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		28,000.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	15		1,517,043.31	
G - Executory Contracts and Unexpired Leases	Yes	5			
H - Co-debtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		33			
Total Assets			1,511,708.28		
Total Liabilities				3,957,366.88	

Copyright (c) 1995-2008 - Best Case Solutions - Evansville, IL - (800) 462-8027

Best Case Bankruptcy

26A (Official Form 6A) (12/07)

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-owner, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemptions claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total > 0.00 (Total of this page)
Total > 0.00
(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

Copyright (c) 1995-2008 - Best Case Solutions - Evansville, IL - (800) 462-8027

Best Case Bankruptcy

Form 6 - Statistical Summary (12/07)

United States Bankruptcy Court
Southern District of Mississippi

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A, Line 12; OR, Form 22B, Line 11; OR, Form 22C, Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

Copyright (c) 1995-2008 - Best Case Solutions - Evansville, IL - (800) 462-8027

Best Case Bankruptcy

26B (Official Form 6B) (12/07)

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 107(m).

Type of Property	None	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
------------------	------	--------------------------------------	------------------------------------	--

1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, linkage houses, or cooperatives.		Bank of American - Checking - 3903	-	8,713.43
		Bank of American - Checking - 5429	-	54,905.74
		Bank of American - Checking - 9451	-	5,600.78
		Paypal Account - payments	-	4,645.77
		Paypal Account - vip	-	4,408.59
3. Security deposits with public utilities, telephone companies, landlords, and others.		Rent Deposit - Radio Shack, Inc	-	35,407.50
		Rent Deposit - S River Bend Pl, Flowood, MS	-	294.00
		Utility Deposit - Memphis Light Gas and Water	-	26,200.00
		Utility Deposit - Rocky Mountain Power, Ogden Utah	-	6,000.00
		Utility Deposit - Questar Gas, Ogden, UT	-	800.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

Sub-Total > 145,075.21
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

Copyright (c) 1995-2008 - Best Case Solutions - Evansville, IL - (800) 462-8027

Best Case Bankruptcy

849 (Official Form 67) (12/97) - Cont.

In re Warehouse 86, LLC Debtor Case No. 08-03423

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONH	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities, itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c)(2))	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		G86, LLC	-	688.06
		G86, LLC	-	3,313.90
		Bidtopia, LLC (which includes certain auction software)	-	2,148.80
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Pay Pal Rotation	-	120,889.82
		Cardservice International (Mastercard/VISA)	-	35,000.00
		American Express (Merchant Account)	-	3,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			

Sub-Total > 165,120.38
(Total of this page)

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

Copyright © 1998-2008 - Real Case Solutions - Evanston, IL - (800) 492-8327

Real Case Bankruptcy

849 (Official Form 67) (12/97) - Cont.

In re Warehouse 86, LLC Debtor Case No. 08-03423

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONH	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
30. Inventory.		Located at 3805 S. Forkins, Memphis, TN 38119 and in Utah facility. However, Debtor does not take physical inventories. The company purchases or consigns inventories that arrive as mixed truckloads of widely diverse individual "one off" liquidation products. Each item on the truck typically has a unique condition from new, open box, customer warranty return, freight damaged, or shelf pull. Due to the unique condition and quantity of each item, it is impossible to establish a value for the item until after it has been auctioned. During the auction which starts at 99 cents, the public will establish the worth of the item. Items which do not receive a bid are later grouped with other worthless items and auctioned as a mixed lot, at which time the public will again attempt to establish a price for a group of unrelated items. On average a complete lot of purchased inventory will sell over a three month time frame. Therefore, as a standard practice, inventory purchased for resale is booked at the time it is purchased at the purchase price paid for the lot, then one third is expensed against cost of goods sold in each of the following three months.		140,885.12
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > 140,885.12
Total > 1,511,708.29
(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached to the Schedule of Personal Property

Copyright © 1998-2008 - Real Case Solutions - Evanston, IL - (800) 492-8327

Real Case Bankruptcy

849 (Official Form 67) (12/97) - Cont.

In re Warehouse 86, LLC Debtor Case No. 08-03423

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONH	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to refile claims. Give estimated value of each.		Insurance Claim Arising From Tornado and Fire Loss that destroyed subleased facility at 481 Airport Industrial Dr. Southaven, MS 38671	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.		Registered Service Mark - "BARGAINLAND"; the name, "Warehouse 86"; in house custom software (e.g., "the Gavel", warehouse management systems, auction software, macros, routines, modules, etc.)	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		Customer E-mail Lists	-	Unknown
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		See Ex. B.29 attached hereto.	-	1,060,847.58

Sub-Total > 1,060,847.58
(Total of this page)

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

Copyright © 1998-2008 - Real Case Solutions - Evanston, IL - (800) 492-8327

Real Case Bankruptcy

Warehouse86 LLC. Monthly Depreciation Report

Accrual Basis

Exhibit B.29 - Warehouse 86, LLC Asset List

Purchase Date	Memo	Amount
Aug-00	Cardboard Compactor	\$4,000.00
Aug-00	Computer Equip	\$19,485.00
Aug-00	Truck 1	\$21,500.00
Aug-00	Forklift	\$15,000.00
Aug-00	Office Furniture	\$15,000.00
Aug-00	Pallet Racking	\$10,000.00
Aug-00	Ramp	\$3,000.00
Apr-02	Computer Equip	\$52,315.00
Jun-03	Pallet Racking	\$143,125.00
Jun-03	Forklift RDX30	\$27,000.00
Jun-03	Toshiba Phone-DK424	\$6,000.00
Jun-03	Lucent Phone Partner 18D	\$6,000.00
Jan-04	Computers on 8/10/03	\$34,682.00
Jan-04	Land Rover on 12/12/03	\$69,330.00
Mar-04	Forklift - Nissan	\$7,864.50
Mar-04	Computer parts	\$2,806.98
Apr-04	Computer parts	\$4,080.53
Jun-04	Computer parts	\$3,684.88
Jul-04	Computer parts	\$3,813.37
Aug-04	Computer parts	\$1,165.39
Aug-04	Racking	\$2,874.85
Sep-04	Forklift - Yale	\$7,000.00
Sep-04	Computer parts	\$11,498.57
Sep-04	Metal Detectors	\$8,100.00
Sep-04	Off Furniture	\$1,022.90
Sep-04	04 Dodge Ram 1500-1D7HA18KX4J284931	\$18,302.39
Sep-04	Office Furniture-Chairs	\$1,938.33
Sep-04	Computer parts	\$11,690.50
Nov-04	Computer parts	\$9,855.48
Dec-04	Computer parts	\$1,050.42
Jan-05	chairs	\$987.46
Jan-05	computer	\$23,664.10
Jan-05	Conveyors	\$7,359.07
Jan-05	Copier - Lanier	\$1,378.28
Jan-05	software	\$339.95
Feb-05	computer	\$15,160.84
Mar-05	computer	\$28,144.29
Mar-05	photo table	\$578.34
Mar-05	software	\$8,598.52
Apr-05	computer	\$13,784.27

Warehouse86 LLC. Monthly Depreciation Report

Accrual Basis

Apr-05	Crown Order Picker	\$1,875.53
Apr-05	Racking	\$16,203.58
Apr-05	software	\$8,625.78
May-05	2 order pickers	\$6,811.00
May-05	2 order pickers	\$4,475.00
May-05	computer	\$46,888.19
May-05	Fixtures	\$1,554.48
May-05	software	\$5,051.61
Jun-05	computer	\$4,274.49
Jun-05	new HVAC	\$2,583.00
Jun-05	racking	\$8,766.50
Jun-05	SSL certificate	\$349.00
Jul-05	2 fans	\$624.93
Jul-05	computers	\$18,662.41
Jul-05	Furniture	\$5,187.16
Jul-05	Office Equip - Copier KM830D	\$8,400.00
Jul-05	Racking/Pallet Jack	\$62,445.07
Jul-05	software	\$97.50
Jul-05	telephone	\$945.00
Aug-05	camera	\$624.94
Aug-05	computers	\$18,281.64
Aug-05	furniture Cubicles and desk	\$12,381.16
Aug-05	Office Equip Oki fax machine	\$2,392.57
Aug-05	Office Furniture - Joy's desk	\$2,429.01
Aug-05	photocube	\$2,008.00
Aug-05	software	\$999.00
Aug-05	telephones	\$2,730.52
Sep-05	camera	\$2,215.99
Sep-05	Chain link fence-Labor/Material to install 178'	\$4,507.46
Sep-05	computer scanners	\$34,464.02
Sep-05	photocube	\$4,556.60
Sep-05	Software - Sq Svr 2000	\$21,672.82
Oct-05	camera	\$3,006.13
Oct-05	computer	\$19,680.74
Oct-05	conveyors in Canada	\$5,713.65
Oct-05	Fax/Toner - Canada Office	\$1,086.90
Oct-05	Office Furniture	\$3,083.54
Oct-05	Photo Booth	\$5,000.00
Oct-05	Racking	\$24,797.88
Oct-05	Software	\$247.93
Nov-05	Camera and accessories	\$131.08
Nov-05	Computer	\$11,442.08
Nov-05	conveyors in Canada	\$3,112.67
Nov-05	Fixtures	\$1,804.48

Warehouse86 LLC. Monthly Depreciation Report

Accrual Basis

Nov-05	Software	\$1,124.46
Dec-05	Computer	\$30,432.77
Dec-05	Furniture	\$2,760.00
Dec-05	Software	\$2,285.88
Jan-06	Computer	\$23,827.30
Jan-06	Software	\$2,391.65
Jan-06	Computer	\$7,792.41
Jan-06	Furniture - office 3 chairs	\$2,608.36
Jan-06	Computer	\$1,817.55
Jan-06	Equip Lite	\$345.02
Jan-06	racking in Canada	\$3,332.93
Jan-06	Sweeper - Cat	\$7,516.81
Feb-06	Computer	\$1,125.00
Feb-06	Software	\$8,994.28
Feb-06	Computer	\$2,117.83
Feb-06	Expander Unit for Canada	\$14,344.64
Feb-06	Equip Lite	\$908.36
Feb-06	Computer	\$8,070.00
Mar-06	Computer	\$10,931.89
Mar-06	Order Pickers - 1 Yale/2 Cat	\$3,372.80
Mar-06	Computer	\$3,502.90
Mar-06	Fax Machine	\$1,188.17
Mar-06	Computer	\$1,097.79
Mar-06	Computer	\$2,791.20
Apr-06	Computer	\$43,692.47
Apr-06	Computer	\$42,284.78
May-06	Computer	\$9,505.78
May-06	Software	\$432.39
May-06	Computer	\$2,108.86
May-06	File cabinet -3	\$2,403.50
May-06	Software	\$655.45
May-06	Computer	\$3,725.00
Jun-06	Computer	\$1,082.45
Jun-06	Computer	\$7,476.55
Jul-06	Computer	\$19,745.03
Jul-06	Computer	\$87,401.89
Jul-06	Conveyor DC7	\$115,415.55
Jul-06	Copier CS2030	\$3,818.28
Jul-06	Equip Lite	\$11,640.95
Jul-06	Furniture - Used office	\$9,700.00
Jul-06	Refrigerator, Work Table & Ice Maker - 1 Each	\$7,298.31
Jul-06	Safe - 2 Centurion D31	\$2,140.00
Jul-06	Tennant 8410 Sweeper Scrubber - Inv 1439	\$15,220.50
Aug-06	Computer	\$650.80

Warehouse86 LLC. Monthly Depreciation Report

Accrual Basis

Aug-06	Software	\$2,998.94
Aug-06	Computer	\$2,183.10
Aug-06	Software	\$1,437.98
Aug-06	Computer	\$10,121.74
Aug-06	Computer	\$403.11
Aug-06	Computer	\$728.47
Aug-06	Computer	\$28,607.74
Aug-06	Conveyor System	\$272,150.32
Aug-06	Equip Lite	\$10,999.53
Aug-06	Fax Machine Oki 5780	\$1,188.17
Aug-06	Ice Machine Shipping On Work Table - 1	\$138.00
Aug-06	Security Cameras -3	\$1,400.63
Aug-06	Security Fences	\$4,019.99
Aug-06	Software	\$4,388.40
Aug-06	Trash compactor wiring	\$2,782.00
Aug-06	Computer	\$9,840.89
Sep-06	Software	\$21,672.82
Sep-06	Computer	\$182.17
Sep-06	Software	\$3,125.59
Sep-06	Computer	\$569.88
Sep-06	Computer	\$68.89
Sep-06	Conveyor -Camera stands -2	\$6,688.20
Sep-06	Data drops to cubes	\$950.00
Sep-06	Equip Lite	\$6,270.40
Sep-06	Racking Shelves -1000	\$13,550.00
Sep-06	Software	\$4,068.85
Sep-06	Computer	\$29,280.91
Sep-06	Software	\$3,512.06
Oct-06	Computer	\$754.16
Oct-06	Software	\$490.00
Oct-06	Computer	\$188.18
Oct-06	Software	\$400.64
Oct-06	Computer	\$744.87
Oct-06	Computer	\$12,589.94
Oct-06	Computer	\$4,894.08
Oct-06	Equip Lite	\$1,444.50
Oct-06	Racking Shelves -2080 partial	\$27,857.00
Nov-06	Software	\$65,762.13
Nov-06	Computer	\$2,454.30
Nov-06	Computer	\$36.05
Nov-06	Conveyor - crossovers - part of original order	\$5,202.29
Nov-06	Crown Lift Trucks - 2	\$10,200.00
Nov-06	Equip Lite	\$1,294.25
Nov-06	Tennant 5880 floor scrubber	\$4,676.00

Warehouse86 LLC. Monthly Depreciation Report

Accrual Basis

Dec-06	Computer	\$2,014.00
Dec-06	Photo Booth	\$1,930.50
Dec-06	Computer	\$5,182.73
Dec-06	Software	\$6,771.05
Dec-06	Computer	\$1,007.00
Dec-06	Equip Lite	\$378.00
Dec-06	Lyon Shelving for Warehouse	\$6,500.00
Dec-06	Photo Booth	\$1,987.00
Dec-06	Computer	\$2,244.34
Dec-06	Computer	\$18,950.51
Dec-06	Equip Lite	\$1,330.76
Dec-06	Computer	\$4,623.82
Dec-06	Correction	-\$1,510.00
Dec-06	Tennant 8410 Floor scrubber return-Blue Ribbon	-\$13,710.50
Jan-07	Computer	\$1,426.00
Jan-07	Computer	\$1,009.43
Jan-07	Computer	\$10,659.48
Jan-07	Computer	\$3,401.69
Feb-07	Onan Generator	\$13,500.00
Feb-07	Computer	\$380.61
Feb-07	Furniture	\$4,227.98
Feb-07	Software	\$1,046.51
Feb-07	Computer	\$1,680.00
Feb-07	Racking	\$3,300.00
Feb-07	Computer	\$10,521.52
Feb-07	Computer	\$42,094.48
Mar-07	Computer	\$2,086.34
Apr-07	Furniture - 6 chairs	\$855.43
Apr-07	Materials for DC-5 network wiring revisions	\$988.17
Apr-07	Paper Shredder	\$599.78
Apr-07	Software	\$267.04
Apr-07	Water Coolers	\$985.00
Apr-07	Racking	\$4,125.00
Apr-07	Computer	\$4,319.96
Apr-07	Computer	\$4,859.94
Apr-07	Computer	\$3,239.98
May-07	Computer	\$685.00
May-07	Software	\$918.95
May-07	Software	\$0.90
May-07	Equip Lite	-\$758.00
Apr-07	Computer	\$2,535.00
Jun-07	Computer	\$2,492.00
Jun-07	Computer	\$486.30
Jun-07	Computer	-\$599.99

Accrual Basis

Jun-07	Computer	\$2,571.20
Jun-07	Conveyor	\$3,921.85
Jun-07	Equip Lite	\$842.00
Jun-07	Software	\$8,554.55
Jul-07	Computer	\$880.91
Jul-07	Software	\$2,029.93
Aug-07	Computer	\$1,817.18
Aug-07	Software	\$2,200.00
Sep-07	Material Handling Equip	\$84,859.88
	Sale Equip DE	-\$38,482.92
	Sale Equip CA	-\$113,010.29
Oct-07	Computer	\$7,085.00
Oct-07	Software	\$22,768.15
Nov-07	Computer	\$480.00
Dec-07	Software	\$1,035.81
Dec-07	Computer	\$3,640.00
Dec-07	Sale Equip DC8/10	-\$9,840.99
Dec-07	Sale Equip DC8/10	-\$29,290.91
Dec-07	Sale Equip DC8/10	-\$3,512.08
Feb-07	Moved from AZ to Utah	-\$898,630.72
Feb-07	Moved LandRover from AZ to TN	\$898,630.72
Feb-07	Moved Office from TN to MS	-\$69,330.00
Feb-07	Moved Office from TN to MS	\$69,330.00
Oct-07	Computer HP DL580G4 Memory	-\$115,161.57
Oct-07	Computer HP DL380	\$115,161.57
Jan-08	Computer HP DL380	\$360.52
Jan-08	Computer Ram for SQL Server	\$6,985.00
Jan-08	Computer	\$3,073.15
Feb-08	Computer	\$986.53
Feb-08	Tables and Stools - 24	\$7,588.84
Feb-08	Pallets Racks In Utah	\$4,580.50
Feb-08	Computer Cisco WS-CAC-2500W Power Supply	\$480.44
Mar-08	Computer	\$4,394.46
May-08	Land Rover Sale	-\$69,330.00
Jun-08	Computer	\$3,057.91
Aug-08	Computer-15 Server Drives	\$3,670.00
Sep-08	Dispose-Dodge 1500	-\$18,302.39

Total Book Value \$2,178,073.42
Less Est. Damage from Tomado/Fire -1,117,226.84

Accrual Basis

Remaining Book Value \$1,060,847.58

Case 08-03423-ee Doc 153-3 Filed 06/30/09 Entered 06/30/09 18:49:18 Desc Exhibit B - Part 2 Page 17 of 23

842 (Official Form 62) (12/07)

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of this petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, judgments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian," do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(b). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Creditor." Include the entity on the appropriate schedule of creditors, and complete Schedule H - Creditors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the amounts of claims without deducting value of collateral and "Unsecured Portion, if any" in the boxes labeled "Totals" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITORS NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions above.)	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.	Rent Deposit		
5 River Bend Pl, LLC 5 River Bend Place Ste. D Flowood, MS 39232	Rent Deposit - 5 River Bend Pl, Flowood, MS		
	Value \$ 294.00	294.00	0.00
Account No.	Lien Interest in goods owned by creditor consigned to Debtor		
American Govers, Inc. dba Handsbonds 875 West 14600 South Bluffdale, UT 84085			
	Value \$ 300.00	300.00	0.00
Account No.	Lien Interest in goods owned by creditor consigned to Debtor		
Audiorex Spec. Appln. 53250 Marina Drive Elkhart, IN 46514			
	Value \$ 25,000.00	25,000.00	0.00
Account No.	Lien Interest in goods owned by creditor consigned to Debtor		
Baja Motorsports, LLC 40592 North Hammond Ln Phoenix, AZ 85034			
	Value \$ 1,000.00	1,000.00	0.00
Subtotal (Total of this page)		26,594.00	0.00

4 continuation sheets attached

Case 08-03423-ee Doc 153-3 Filed 06/30/09 Entered 06/30/09 18:49:18 Desc Exhibit B - Part 2 Page 18 of 23

842 (Official Form 62) (12/07) - Cont.

In re Warehouse 86, LLC

Debtor

Case No. 08-03423

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITORS NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions above.)	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.	Lien Interest in goods owned by creditor consigned to Debtor		
Brands on Sale 16708 Edwards Rd. Corralito, CA 90703			
	Value \$ 2,000.00	2,000.00	0.00
Account No.	Lien Interest in goods owned by creditor consigned to Debtor		
DHL Express-Claims Attn: Mark Sanchez 1144 W. Washington St. Tempe, AZ 85281			
	Value \$ 300.00	2,858.78	2,558.78
Account No.	Lien Interest in goods owned by creditor consigned to Debtor		
DHL Express-SRC 1100 Airport Rd. MS 2061-D14 Wilmington, OH 46177			
	Value \$ 1,500.00	370,911.30	369,411.30
Account No.	Utility Deposit - Memphis Light Gas and Water		
Memphis L&GW P.O. Box 308 Memphis, TN 38145-0308			
	Value \$ 26,200.00	26,200.00	0.00
Account No.	Purchase Money Security		
Memphis Recycling Serv. 1131 Agnes Memphis, TN 38104	Baler (destroyed in 2/5/08 tornado)		
	Value \$ Unknown	3,731.02	Unknown
Subtotal (Total of this page)		405,701.60	371,970.08

Sheet 1 of 4 continuation sheets attached to Schedule of Creditors Holding Secured Claims